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COOK ASSOCIATES, INC.

Juris Kins (pro hac application to be filed)

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ATTORNEYS FOR DEFENDANT

COOK ASSOCIATES, INC.

IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

-----X		
INTERSEARCH GROUP, INC.	:	Civil Action No. 07 CIV 03545
	:	(DAB) (KNF)
Plaintiff,	:	
	:	DECLARATION OF JOHN KINS
-against-	:	IN SUPPORT OF MOTION TO
	:	DISMISS
INTERSEARCH WORLDWIDE LTD. and	:	
COOK ASSOCIATES, INC.	:	
	:	
Defendants.	:	
	:	
-----X		

I, JOHN KINS, hereby declare and state that:

1. I am the Chairman and Chief Executive Officer of Defendant Cook Associates, Inc. ("Cook"). The following facts are true of my own knowledge unless otherwise stated.

2. Cook is an Illinois Corporation with its principal place of business in Chicago, Illinois.

3. Cook is in the process of finalizing an agreement with Defendant InterSearch Worldwide, Ltd. ("InterSearch"), and expects that a formal agreement between InterSearch and Cook will be executed in the near future. The bulk of the communications between InterSearch and Cook have occurred in Chicago, Illinois and locations outside the United States. The negotiations have not occurred in New York.

4. I am the individual primarily responsible for Cook's activities related to InterSearch. I am based in Cook's Chicago Office. Ms. Mary Kier, also based in Cook's Chicago Office, is the other individual who is primarily responsible for Cook's activities related to InterSearch. Ms. Kier and I are not based in New York. All communications between InterSearch and Cook are directed to or through Ms. Kier or me in Cook's Chicago Office.

5. I have reviewed the Declaration of Peter S. Sloane and the Opposition of Plaintiff InterSearch Group, Inc. ("IGO") to Defendants' Motion to Dismiss.

6. The assertions regarding Cook's New York Office and Ms. Susan Denison contained in IGO's Opposition are both inaccurate and unsupported by Mr. Sloane's Declaration and the Exhibits attached thereto.

7. Ms. Susan Denison is one of Cook's Managing Directors in Cook's New York Office for the Executive Search Division of Cook Associates Inc. Ms. Denison is not "the" Managing Director responsible for Cook's Executive Search division (as Mr. Sloane incorrectly states in paragraph 17 of his declaration). Further, "the Cook officer principally responsible for the business associated with the mark INTERSEARCH," is not based in New York, as IGO incorrectly states on pages 1, 7 and 8 of its Opposition.

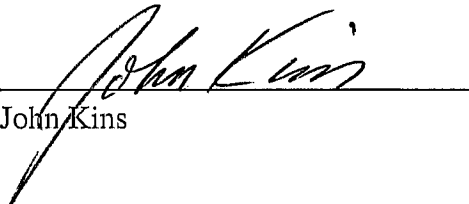
8. Exhibit F to Mr. Sloane's declaration is a printout from InterSearch's website that identifies members and partners of InterSearch. The last page of Exhibit F to Mr. Sloane's declaration contains an example of two such identifications: the partner in the United Kingdom is identified as BRECKENRIDGE INTERSEARCH, while the partner in the United States is identified as COOK ASSOCIATES, INC. While Exhibit F lists New York as one of Cook's offices, inquiries are directed to Ms. Mary Kier and to me at Cook's Chicago Office, Chicago telephone numbers and Chicago email addresses. Neither Ms. Denison, nor any other employees of Cook's New York Office, are mentioned in Exhibit F.

9. Exhibit G to Mr. Sloane's Declaration is a printout from Cook's website of a page describing Cook's global operations and InterSearch. The COOK ASSOCIATES, INC. mark is prominently displayed on Exhibit G. Ms. Denison and New York are not mentioned in Exhibit G. Instead, inquiries are directed to me at Cook's Chicago Office, telephone number and email address.

10. Exhibit H to Mr. Sloane's Declaration is a printout from Cook's website of a biography of Ms. Denison. The COOK ASSOCIATES, INC. mark is prominently featured on Exhibit H. Ms. Denison is identified as "a Managing Director with the Executive Search division of Cook Associates, Inc." The word InterSearch does not appear in any form anywhere in Exhibit H, and Ms. Denison is not in any way identified in Exhibit H as "the Cook officer principally responsible for the business associated with the mark INTERSEARCH."

11. I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

EXECUTED at Chicago, IL, this 31st day of October, 2007.

  
John Kins

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